

CONSTITUTION

CENTERVILLE COMMUNITY BAND

ARTICLE I - NAME

The name of the organization shall be The Centerville Community Band, Inc., and a.k.a. The Centerville Community Band. (A.K.A. CCB)

ARTICLE II - PURPOSE

The purpose of this organization shall be as follows:

- A. To promote and provide fine arts, live musical performances, educational, and charitable projects that are beneficial to the cultural growth of the Miami Valley Community.
- B. To provide a continuing opportunity for adult instrumentalists to play in a band and to contribute to the musical environment of the Miami Valley Community.
- C. To operate as a Not-for-Profit Band, and to operate as such other purposes as the By-Laws or this Constitution shall direct or permit.

ARTICLE III - AFFILIATION

The organization shall act as a representative of the City of Centerville to the extent endorsed by the Mayor of Centerville or other Centerville officials. This organization is affiliated with the Centerville High School in respect to its meeting place and other requirements as set forth by the Centerville High School.

ARTICLE IV - MEMBERSHIP

Section 1: Membership in the organization shall be comprised of playing members as provided in the By-Laws.

Section 2: Membership shall be limited to voting and non-voting members. Voting privileges of members will be specified in the By-Laws.

ARTICLE V - GOVERNMENT

Section 1: The government of this organization shall be vested in a Board of Directors. All members of the Board must be voting members of the organization.

Section 2: A Board of Directors of this organization shall be elected in the manner prescribed by the By-Laws. No person shall be elected to or serve simultaneously in more than one elected office.

ARTICLE VI - BOARD OF DIRECTORS

Section 1: The Board of Directors of the organization shall be seven (7) in number and shall include the following voting members: President, Vice-President, Secretary, Treasurer, and three (3) Members-at-Large.

Section 2: The members of the Board of Directors shall be elected in the manner as specified in the By-Laws.

Section 3: Each member of the Board of Directors shall have one vote.

Section 4: Vacancies among the Board of Directors shall be filled as provided in the By-Laws.

Section 5: The Board of Directors shall have such powers and duties as are provided in the By-Laws.-

ARTICLE VII - MEETINGS

Section 1: The organization shall hold an annual meeting each year upon such notice as provided by the By-Laws.

Section 2: Meetings of the Board of Directors and/or membership shall be held as prescribed by the By-Laws.

ARTICLE VIII - AMENDMENT

This Constitution may be amended by a two-thirds (2/3) majority vote of the voting members present at any annual or special meeting called for the purpose of so amending the Constitution, provided that notice of said amendment or amendments has been distributed to voting members at least fourteen (14) calendar days prior to the date of such meetings. Amendments to the Constitution will take effect immediately after adoption.

Amended October 23, 2012

BY-LAWS

CENTERVILLE COMMUNITY BAND

ARTICLE I - MEMBERSHIP

SECTION 1: A Voting Member shall be any resident of the Miami Valley Community, age eighteen (18) and older, who plays in the Band and has paid the required CCB fee (dues).

SECTION 2: An Honorary Member shall be a person approved by the Board of Directors to receive such an honor for outstanding service or contribution to the welfare of the organization. Anyone may recommend to the Board of Directors a candidate for honorary membership. Honorary members shall not have voting privileges.

SECTION 3: Registration for membership must be given along with the required fee to the Treasurer, who shall inform the Secretary of each member's status. The required fee for membership shall be determined by a recommendation from the Finance Committee and with the approval of the Board of Directors. A voting member shall be deemed to be in good standing if the member has satisfactorily paid the required CCB fee (or has been granted a waiver of the fee, as allowed by these By-Laws), and has no other outstanding obligations to the organization.

SECTION 4: Any voting member whose CCB fee is in arrears for a period of forty-five (45) days is subject to notification by the Treasurer that if the required fee is not paid within ninety (90) days the member is subject to loss of membership at the discretion of the Board of Directors. For members with fees in arrears, payment of required fees shall be applied from the oldest to the most recent fees owed before being applied to the current fee. Any concerns regarding one's required fee may be brought to the President's attention, who shall inform the Board of Directors. The Board of Directors has discretion to waive the required fee of any member for good cause.

Section 5: Members may be expelled for misconduct after a hearing by the Conductor and the Board of Directors of the organization. Upon such expulsion, all interest in the property of the organization shall be vested in the organization.

ARTICLE II - GOVERNMENT

SECTION 1: The Board of Directors shall have the power to acquire, hold and dispose of both real and personal property in the name of CCB and to manage the funds of the organization. The Board of Directors is responsible for appointing the band conductors and determining their compensation and other personnel matters.

SECTION 2: Vacancies on the Board of Directors shall be filled by a two-thirds (2/3) vote of the Board of Directors present. Such appointees are to serve for the duration of the term of the individual being replaced.

SECTION 3: Any voting member may initiate a movement to recall any elected member of the Board of Directors by submitting to the Secretary a petition signed by ten (10) voting members or 10 percent (10%) of the membership, whichever is greater. Upon receipt of said petition, the Secretary shall notify voting members, at least fourteen (14) calendar days prior to the meeting, when said petition shall be voted upon. To vote upon a recall petition, there must be twenty-five percent (25%) of the voting members present at said meeting. Upon an affirmative vote of two-thirds (2/3)

of the voting members present, a recall shall be mandatory and the office shall be declared vacant and filled pursuant to these By-Laws.

Section 4: The powers of the Board of Directors may be altered or removed at an annual meeting or a special meeting called for that purpose; but at no time shall the organization be without a Board of Directors empowered to carry on the business of the organization.-

ARTICLE III - ELECTIONS

SECTION 1: There shall be a meeting of the voting membership in October of each year for the purpose of electing officers. Persons elected shall take office following the annual meeting in January.

SECTION 2: Not fewer than (60) days prior to the October election meeting, the President shall appoint, with the approval of the Board of Directors, a nominating committee of not fewer than three (3) voting members, who shall nominate candidates in consultation with the band conductors.

SECTION 3: The nominating committee shall present its slate of candidates to the voting membership not fewer than fourteen (14) days prior to the election date in October. Additional nominations for an open office may be made at that meeting by any voting member.

SECTION 4: No member of the nominating committee shall be eligible for office by action of the nominating committee.

SECTION 5: A majority vote of voting members present at the election meeting shall be required to elect each officer.

SECTION 6: Officers, except Members-at-Large, shall serve a term of two years or until their successors are elected. The President and Secretary shall be elected in odd numbered years and the Vice-President and Treasurer shall be elected in even numbered years. In the election following the adoption of these amendments, the President and Secretary shall be elected to a one year term.

Section 7: A Member-at-Large shall be elected for a three year term or serve until a successor is elected. One Member-at-Large shall be elected each year to serve a three year term.

Section 8: Upon adoption of these amendments, current officers shall continue in office until the next annual meeting.

ARTICLE IV - MEETINGS

SECTION 1: There shall be an annual election of officers in October by the voting members for the purpose of electing officers for the Board of Directors.

SECTION 2: The annual meeting shall be held in January of each year. The Board of Directors will present their reports of the state of the organization at this time.

SECTION 3: Special meetings of the membership or the Board of Directors may be called by the President or upon the written request of a majority of the Board of Directors.

SECTION 4: A written notice of each annual meeting, election of officers, or special meetings stating the day, hour, place and purpose or purposes thereof, shall be displayed and verbally announced at regularly scheduled band rehearsals to the members present and entitled to vote, not more than thirty (30), nor fewer than seven (7) days, before any such meeting.

SECTION 5: A quorum for any meeting of the membership or the Board of Directors shall consist of a majority of the voting membership present.

ARTICLE V - BAND CONDUCTOR & ASSISTANT CONDUCTOR

SECTION 1: The Band Conductor shall be selected by the Board of Directors after a recommendation by the voting membership from candidates presented by the Band Conductor Search Committee, and shall serve at the discretion of the Board of Directors. The Band Conductor must provide two (2) months written notice to the President prior to resignation. The Board of Directors must provide the Band Conductor with written notice prior to removal as Band Conductor.

SECTION 2: The Band Conductor shall be responsible for all matters pertaining to music, instrumentation and seat assignment.

SECTION 3: The Assistant Band Conductor shall be selected by the Board of Directors after consultation with the Conductor and a recommendation by the voting membership from candidates presented by the Band Conductor Search Committee. The Assistant Band Conductor will be subject to all sections of the By-laws that apply to the Band Conductor.

SECTION 4: The Band Conductor and Assistant Conductor shall be compensated from the organization in an amount to be determined by a majority vote of the Board of Directors. Neither the Band Conductor nor the Assistant Band Conductor is required to pay any membership fees.

ARTICLE VI: DUTIES OF OFFICERS

Section 1: President: The President's duties will include the following:

- a. Shall supervise affairs and activities.
- b. Shall present an annual report.
- c. Shall preside at all Board of Director meetings, the annual meeting and all meetings of the organization.
- d. Shall execute all deeds, contracts, conveyances, and other agreements authorized by the Board of Directors.
- e. Shall assign committee chairpersons and committee members.
- f. Shall perform other duties that the Board of Directors may prescribe.
- g. Shall appoint a designee or self to sign the second party checks.
- h. Shall appoint, subject to the approval of the Board of Directors, voting members to assume specific responsibilities for the operation of the band.

- i. Shall perform all such additional duties as may be prescribed from the Board of Directors.

Section 2: Vice President: The Vice President duties will include the following:

- a. Shall serve as the Band Manager to arrange all concerts and parades.
- b. Shall ensure all details connected with each concert and parade.
- c. Shall be the contact for the scheduling of the organization's concert and parade performances.
- d. Shall discharge the duties of the President in the event of the President's absence or disability for any cause.
- e. Shall serve as the chairman of the Program Committee.
- f. Shall perform all such additional duties as may be prescribed from the Board of Directors.

Section 3: Secretary: The Secretary duties will include the following:

- a. Shall be responsible for taking notes at all Board of Director meetings, special meetings, and the annual meeting.
- b. Shall keep all notes and records of the organization in a safe place.
- c. Shall contact members who have been unexpectedly absent from band rehearsals and/or concerts.
- d. Shall co-ordinate sending greeting cards as appropriate to band members and conductors.
- e. Shall perform all such additional duties as may be prescribed from the Board of Directors.

Section 4: Treasurer: The Treasurer duties will include the following:

- a. Shall keep bank records and account for all moneys, credits and property of the organization.
- b. Shall maintain accurate records of all moneys received and disbursed.
- c. Shall collect all required CCB fees (dues) from members.
- d. Shall be chairman of the Finance Committee.
- e. Shall be the co-signer for all check and cash withdrawals authorized by the Board of Directors.
- f. Shall pay all bills on time.
- g. Shall be bondable.
- h. Shall present an initial budget at the annual meeting in January.

- i. Shall present a true and complete statement of all accounts when asked by the Board of Directors as well as present and make it available at the annual meeting.
- j. Shall subject the books and all accounts of the organization to an examination every two years.
- k. Shall perform any additional duties as may be prescribed by the Board of Directors.

Section 5: Members-at-Large: The Members –at-Large duties will include the following:

- a. Shall present a broad view of band functions and activities for decision-making processes.
- b. Shall assist elected Board of Directors in their necessary functions.

Article VII: DUTIES OF APPOINTEES

Section 1: Property Manager: The Property Manager duties will include the following:

- a. Shall be directly responsible to the Vice-President.
- b. Shall keep an inventory of all items owned or maintained by the band.
- c. Shall be in charge of management, ordering, supplying, and distribution of the Band uniforms.
- d. Shall chair a uniform/property committee when needed.
- e. Shall be invited, as needed, by the President of the Board to the Board of Directors meetings as a non-voting member.

Section 2: Librarian: The Librarian duties will include the following;

- a. Shall be directly responsible to the Band Conductor.
- b. Shall be responsible for the filing, distribution, and organization of the music library.
- c. Shall keep an inventory of all music owned by the band.
- d. Shall be responsible for arranging the transportation of music to all performances and other venues.
- e. Shall be responsible for providing and maintaining music folders.
- f. Shall be invited, as needed, by the President of the Board to the Board of Directors meetings as a non-voting member.

Section 3: Historian: The Historian duties will include the following:

- a. Shall take pictures of the Band and its members at performances.
- b. Shall maintain the Band’s scrapbook.

- c. Shall maintain the decorations for the parade truck as well as direct the preparation of the truck.
- d. Shall be invited, as needed, by the President of the Board to the Board of Directors meetings as a non-voting member.

Section 4: Communications Director: The Communications Director duties will include the following:

- a. Shall maintain email and phone communications with band members concerning concerts, practices, and directions to concerts.
- b. Shall maintain an up-to-date directory of all members and recent members.
- c. Shall reserve the CHS rehearsal rooms for the year with the CHS management and other venues as needed.
- d. Shall be invited, as needed, by the President of the Board to the Board of Directors meetings as a non-voting member.

Section 5: Webmaster: The Webmaster duties will include the following:

- a. Shall maintain the CCB Website in co-operation with the Centerville City Web master.
- b. Shall design and submit/upload web page updates based on information provided by the CCB conductor, President, Vice-President or based on suggestions by band members.
- c. Shall be invited, as needed, by the President of the Board to the Board of Directors meetings as a non-voting member.

Section 6: Publicity Director: The Publicity Director duties will include the following:

- a. Shall work with the Vice-President, Webmaster, Communications Director, and Conductors concerning any and all performances.
- b. Shall have a working knowledge of and working relationship with media outlets.
- c. Shall develop announcements to publicize performances.
- a. Shall maintain an email list of former members and others that are interested in attending performances.
- b. Shall be invited, as needed, by the President of the Board to the Board of Directors meetings as a non-voting member.

Section 7: Personnel Manager: The Personnel Manager duties will include the following:

- a. Shall take attendance at rehearsals and report this to the Conductor(s), Secretary, and Communications Director.
- b. Shall welcome new members, give them CCB Welcome Letter and answer questions.

- c. Shall obtain personal information of new members to give to the Communications Director and Treasurer.
- d. Shall continue contact with new members to keep them informed and feel welcomed.
- e. Shall contact members missing rehearsal to find out if there are health issues or other situations preventing them from attending band rehearsals and then notify the Conductor(s) and Secretary.
- f. Shall provide information on band personnel to Conductor(s) and Communications Director.
- g. Shall be invited, as needed, by the President of the Board to the Board of Directors meetings as a non-voting member.

ARTICLE VIII - COMMITTEES

SECTION 1: The Board of Directors shall determine the committees deemed proper and necessary to fulfill the objectives and purposes of the organization, except for any committees formed by these By-Laws.

SECTION 2: All committee chairpersons, other than those already set forth in these By-Laws, shall be appointed by the President, subject to the approval of the Board of Directors.

SECTION 3: The President, Vice-President, Band Conductor and Assistant Conductor shall be ex-officio members of all committees except the nominating committee.

SECTION 4: The following shall be established as needed upon the recommendation of the Board of Directors:

- a. Nominating Committee
- b. Finance Committee
- c. Program Committee
- d. Band Conductor Search Committee
- e. Auditing Committee
- f. Travel Committee

SECTION 5: NOMINATING COMMITTEE: See Article III Elections.

SECTION 6: FINANCE COMMITTEE

a. The Finance Committee shall be comprised of no fewer than three (3) Voting members of the organization and shall be chaired by the Treasurer.

b. The Finance Committee shall prepare the annual budget no later than thirty (30) days prior to the annual meeting. The fiscal year for the annual budget shall be January 1 to December 31.

c. The budget shall be approved by the Board of Directors, no later than one (1) week before the annual meeting and shall then be presented to the membership.

d. Any requests for purchasing equipment shall first be made to the Finance Committee and then approved by the Board of Directors. Requests for funds in an amount less than \$50 may be given to the Treasurer for reimbursement, but any such requests must be accompanied by a receipt.

SECTION 7: PROGRAM COMMITTEE

a. The Program Committee shall be comprised of no fewer than five (5) Voting members of the organization. The Band Conductor and the Assistant Conductor shall be permanent members of the Program Committee. The Vice President is the chairman of the Program Committee.

b. The Program Committee shall be available to help locate performance venues, offer program suggestions, provide assistance in program planning /promotions, and provide other assistance as needed.

SECTION 8: BAND CONDUCTOR SEARCH COMMITTEE

a. The Band Conductor Search Committee (BCSC) shall be composed of no fewer than five (5) Voting members of the organization and shall be formed only at the request of the Board of Directors. The Band Conductor will serve as a member of the Search Committee for the Assistant Conductor.

b. The BCSC shall be charged with the duty to locate and interview candidates for the positions of Band Conductor and Assistant Conductor. The BCSC shall identify such candidates and report to the Board of Directors and voting members, who shall recommend selections on written ballots to the Board of Directors for its decision.

c. The BCSC shall develop, subject to the approval of the Board of Directors, procedures for locating potential candidates and criteria for the selections in addition to the requirements set forth in these By-Laws.

SECTION 9: AUDITING COMMITTEE

a. The Auditing Committee shall be comprised of two (2) voting members appointed by the Board of Directors.

b. The Auditing Committee shall examine all of the accounts of the organization as maintained by the Treasurer.

c. The Auditing Committee shall report their examination of the organization's accounts in writing to the Board of Directors.

d. The examination shall be completed every two years or earlier if deemed necessary by the Board of Directors.

SECTION 10: TRAVEL COMMITTEE

a. The Travel Committee shall be comprised of no fewer than five (5) voting members of the organization and shall be formed only at the request of the Board of Directors.

b. The Travel Committee shall establish a policy for distribution of funds for any trips taken by the Band. The policy must be approved by the Board of Directors

c. At the request of the Board of Directors, the Travel Committee shall investigate and make recommendations for potential trips, accommodations, travel plans and proposed itineraries.

ARTICLE IX – CONFLICT OF INTEREST

Section 1. The purpose of this By-Law is to protect the interest of the Centerville Community Band (CCB) as a tax-exempt organization if it might enter into a transaction or arrangement that could benefit the private interest of any board member, officer or employee.

Section 2. Any director, officer, member of a committee with delegated authority or employee who has a financial interest in an entity with which the CCB has a financial agreement must inform the Board of Directors of that relationship and disclose details of the financial interest. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the governing board decides that a conflict of interest exists. If the Board decides that a conflict of interest does exist, it may take such action as necessary to protect the interests of the CCB.

ARTICLE X - AUTHORITY TO BIND/RULES OF ORDER/MISC

SECTION 1: No member of this organization shall contract for, commit to, or enter into any agreement, or otherwise obligate this organization except by authorization of the Board of Directors, or the voting membership.

SECTION 2: The latest edition of "*Robert's Rules of Order*" shall govern the proceedings of all meetings, unless other rules and procedures are provided in these By-Laws or established prior to the date of the meeting.

ARTICLE XI - DISSOLUTION

Upon dissolution of the incorporated band, procedures specified by Ohio Law and detailed in the Statement of Continued Existence of Corporation shall be followed.

ARTICLE XII - AMENDMENT

These By-Laws may be amended by a majority vote of the voting members present at an annual or special meeting called for the purpose of so amending the By-Laws, provided that notice of the said amendment or amendments has been distributed to voting members at least fourteen (14) calendar days prior to the date of such meetings. The amended By-Laws shall become effective immediately after adoption.

Amended October 15, 2013